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RECORDATION NO.

23204-LLC FILED

MAR 01 '02

11-08 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

February 28, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Assignment of Schedule to Equipment Lease Agreement, dated as of February 28, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement which was previously filed with the Board under Recordation Number 23204.- SS.

The names and addresses of the parties to the enclosed document are:

Assignor: Allfirst Bank
25 South Charles Street
Baltimore, Maryland 21202

Assignee: NBC Leasing Company
1927 First Avenue North
Birmingham, AL 35203

A description of the railroad equipment covered by the enclosed document is:

Two (2) locomotives NS 5525 and NS 5526

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A short summary of the document to appear in the index is:

Memorandum of Assignment of Schedule to Equipment
Lease Agreement

Also enclosed is a check in the amount of \$28.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anr
Enclosures

**MEMORANDUM OF ASSIGNMENT OF SCHEDULE
TO EQUIPMENT LEASE AGREEMENT**
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF SCHEDULE TO EQUIPMENT LEASE AGREEMENT (this "Memorandum") dated as of February 28, 2002 is between ALLFIRST BANK, a Maryland state chartered commercial bank ("Allfirst") and NBC LEASING COMPANY, a division of National Bank of Commerce of Birmingham ("NBC").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Allfirst, as successor lessor, has leased the locomotives identified on Schedule 1 attached hereto (the "Locomotives") under that certain Equipment Lease Agreement dated as of October 25, 2000 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "Lease") to Norfolk Southern Railway Company.

B. The Lease was recorded with the Surface Transportation Board on October 27, 2000 under recordation No. 23204.

C. Allfirst, as seller, and NBC, as buyer, are parties to that certain Master Assignment Agreement, dated as of April 5, 2001, pursuant to which Allfirst has sold to NBC the Locomotives and assigned to NBC certain rights and obligations of "Lessor" under the Lease.

D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

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SURFACE TRANSPORTATION BOARD

SCHEDULE 1

DESCRIPTION OF LOCOMOTIVES

MANUFACTURER	MODEL	TYPE	PRE-REFURBISHMENT ROAD NO.	SERIAL NO.	POST-REFURBISHMENT ROAD NO.
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2825	7307-03	NS 5525
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS-2875	5778-16	NS 5526